

Case No. 15- 11018

CERTIFICATE OF CORPORATE RESOLUTION

I, the undersigned officer of Brian Mahan South Texas Motor Sports, LL, do hereby certify that the following is an excerpt from the Minutes of said corporation, truly and correctly reflecting the resolutions set forth below, adopted by the Board of Directors of said corporation at a meeting duly called for and held on August 3, 2015 wit:

"NOW, THEREFORE, BE IT RESOLVED: That the officers of this Corporation be, and they hereby are, authorized and directed on behalf of this Corporation to prepare, execute and file the Corporation's Petition for relief provided in Title 11, United States Code, Chapter 7, ('the Chapter 7 Case') and all of the necessary papers in connection therewith, in the United States Bankruptcy Court, Western District of Texas, Austin Division, and further to such end, to do any other acts, execute all necessary documents and take any other steps in the name and in behalf of the Corporation, necessary or appropriate to obtaining such relief; and

"RESOLVED, that the Corporation shall retain the services of professionals to assist the Corporation in preparing and filing the Chapter 7 Case, and to represent and assist the Corporation in carrying out its duties in the Chapter 7 Case and the officers are hereby authorized and directed to take appropriate actions to retain said professionals and to execute appropriate retention agreements and pay appropriate retainers prior to the filing of the Chapter 7 Case, and, immediately upon the filing of the Chapter 7 Case, to file, or cause to be filed, an appropriate application or applications with the Bankruptcy Court for authority to retain the services of professionals for said purpose. The said professionals consist of the following named firms and persons, believed to be properly qualified to act as professionals in said case: Fred E. Walker, P.C. In connection therewith, the said professionals are to be compensated for their services and expenses on the basis of prior agreements and/or their usual and customary fees and expenses, including retainers, subject to the approval of the Bankruptcy Court; and

"RESOLVED, that the officers are hereby authorized, upon consultation with such persons (including professionals), as the officers may deem appropriate and proper, to file or cause to be filed, applications for authority to retain the services of other professionals for specified purposes, including litigation, and to compensate them at the rate of their usual fees and expenses, including retainers, subject to the approval of the Bankruptcy Court; and

"RESOLVED, that in connection with the foregoing, the officers are hereby authorized and directed to execute and cause to be filed the petition, and any and all other documents which the officers deem appropriate.


By: Earline Chapa